

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

BLOCKCHAIN MINING SUPPLY AND
SERVICES LTD.,

Plaintiff,

—against—

SUPER CRYPTO MINING, INC. n/k/a
DIGITAL FARMS, INC. and DPW
HOLDINGS, INC. n/k/a AULT ALLIANCE,
INC.,

Defendants.

Civil Action No. 1:18-cv-11099-ALC

EXHIBIT III

**TO THE DECLARATION OF RICHARD S. MANDEL IN SUPPORT
OF PLAINTIFF'S MOTION FOR SUMMARY JUDGMENT**

Message

From: AULT [darren@ault.com]
Sent: 6/7/2018 12:07:07 PM
To: sales@timberlane-mldg.com; 'Milton Ault III' [todd@dpwholdings.com]
CC: 'Joe Kalfa - NADW' [joekalfa@gmail.com]
Subject: RE: SCM 600 machine update

Hello Willy,

I was out sick yesterday but back communicating with the Attorney. I need to ask for one more consideration. Could we please move the total due date from July 31st to August 15th? Also, can we move the \$125K to be wired by the weekend end on June 15th and June 22nd?

This should be the last request as we get this inked.

Thank you,

Darren Magot
714-887-6377

From: Willy Tencer <sales@timberlane-mldg.com>
Sent: Wednesday, June 6, 2018 10:54 AM
To: 'AULT' <darren@ault.com>; 'Milton Ault III' <todd@dpwholdings.com>
Cc: Joe Kalfa - NADW <joekalfa@gmail.com>
Subject: RE: SCM 600 machine update

What's the progress?
We are on standby.

Willy Tencer
Blockchain Mining Supply and Services Ltd.
200 - 345 Wilson Ave.,
Toronto, ON M3H 5W1
Tel. 416 398 1198
Fax 416 398 0878
sales@timberlane-mldg.com

From: Willy Tencer [<mailto:sales@timberlane-mldg.com>]
Sent: June 5, 2018 7:42 PM
To: 'AULT' <darren@ault.com>; 'Milton Ault III' <todd@dpwholdings.com>
Cc: Joe Kalfa - NADW <joekalfa@gmail.com>
Subject: RE: SCM 600 machine update

Sounds positive but so did the last phone call I had with you guys, where Todd stated he would have us paid off in 10 days.

We're not prepared to lose yet another week, without a clear direction.

We need to get this done.

Look forward to receiving something from your Attorney tomorrow outlining our latest proposal helping you finalize the contract.

Willy Tencer



Blockchain Mining Supply and Services Ltd.
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Toronto, ON M3H 5W1
Tel. 416 398 1198
Fax 416 398 0878
sales@timberlane-mldg.com

From: AULT [<mailto:darren@ault.com>]
Sent: June 5, 2018 5:17 PM
To: sales@timberlane-mldg.com; 'Milton Ault III' <todd@dpwholdings.com>
Cc: 'Joe Kalfa - NADW' <joekalfa@gmail.com>
Subject: RE: SCM 600 machine update

Hi Willy,

I was able to connect with Todd and read him your email below. His initial response was that it seems more than reasonable and something that we could probably agree to after running it by the attorney. We are going to speak again in two hours with the attorney and I'm also meeting him this evening. Considering that Todd is involved with this conference I don't expect to be able to have the attorney paper something tonight but have the goal set to have this addressed tomorrow.

Thank you again for working with us and for offering the solution below. We would like to get this done and get the machines released so we can proceed as planned.

Darren Magot
714-887-6377

From: Willy Tencer <sales@timberlane-mldg.com>
Sent: Tuesday, June 5, 2018 10:43 AM
To: 'AULT' <darren@ault.com>; 'Milton Ault III' <todd@dpwholdings.com>
Cc: 'Joe Kalfa - NADW' <joekalfa@gmail.com>
Subject: RE: SCM 600 machine update

This response is unacceptable.
I left you a voice message. Please call me.

Willy Tencer
Blockchain Mining Supply and Services Ltd.
200 - 345 Wilson Ave.,
Toronto, ON M3H 5W1
Tel. 416 398 1198
Fax 416 398 0878
sales@timberlane-mldg.com

From: AULT [<mailto:darren@ault.com>]
Sent: June 5, 2018 12:41 PM
To: sales@timberlane-mldg.com; 'Milton Ault III' <todd@dpwholdings.com>
Cc: 'Joe Kalfa - NADW' <joekalfa@gmail.com>
Subject: RE: SCM 600 machine update

Good morning Willy,

Todd is in a conference this week and is speaking so has limited availability. I will be able to connect with him on Thursday to review and reply to the message below.

Thank you,

Darren Magot
714-887-6377

From: Willy Tencer <sales@timberlane-mldg.com>
Sent: Tuesday, June 5, 2018 9:39 AM
To: 'AULT' <darren@ault.com>; 'Milton Ault III' <todd@dpwholdings.com>
Cc: 'Joe Kalfa - NADW' <joekalfa@gmail.com>
Subject: RE: SCM 600 machine update

Where's your reply????

Willy Tencer
Blockchain Mining Supply and Services Ltd.
200 - 345 Wilson Ave.,
Toronto, ON M3H 5W1
Tel. 416 398 1198
Fax 416 398 0878
sales@timberlane-mldg.com

From: Willy Tencer [<mailto:sales@timberlane-mldg.com>]
Sent: June 4, 2018 10:47 AM
To: 'AULT' <darren@ault.com>; 'Joe Kalfa - NADW' <joekalfa@gmail.com>
Cc: 'Milton Ault III' <todd@dpwholdings.com>
Subject: RE: SCM 600 machine update

Thank you for your latest update and your stated commitment to honor your obligation to finalize the purchase of the last 600 machines.

We will continue to work with you to find a mutually acceptable resolution.

In reading your latest response, there is no indication as to when you plan to have this account paid off.

It would be impossible to release the machines without a firm commitment.

An acceptable commitment would be make a further deposit and offer up security for the balance. Then we could release the machines.

The balance owing is \$1,566,375.00.

As opposed to daily wires, I suggest you pay \$125,000.00 /week for the next 2 weeks (to be completed by June 18/18).

Regarding the security, I understand that there are some technical issues in regard to pledging shares. So for final Security, all we would ask is that the Parent Company sign a guarantee that these machines will be paid off no later than July 31/18.

We would hope to see weekly wires until paid off.

I feel that the above is easily doable.

- 1) we are only asking for a payment of \$250,000.00 (16% of the balance owing) to be paid within 2 weeks
- 2) we are extending the final terms an additional 60 days from today which is 100 days later than the original contract;
- 3) we are not requesting hard security, only a corporate guarantee from DWP
- 4) we will release the machines to improve your cash flow.

There should be no problem in you finding this new arrangement acceptable. We would like to get a draft of the guarantee today.

It's important to bring this to a head. The last thing we want to do is declare you in default of our contract.

We can not continue to leave payment of this contract open ended.

Willy Tencer
Blockchain Mining Supply and Services Ltd.
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Toronto, ON M3H 5W1
Tel. 416 398 1198
Fax 416 398 0878
sales@timberlane-mldg.com

From: AULT [mailto:darren@aault.com]

Sent: June 1, 2018 10:42 PM

To: sales@timberlane-mldg.com; 'Joe Kalfa - NADW' <joekalfa@gmail.com>

Cc: 'Milton Ault III' <todd@dpwholdings.com>

Subject: SCM 600 machine update

Hello Willy,

I'm emailing to make it clear that SCM will honor our obligation to finalize the purchase of the last 600 machines. We however had a number of transactions occur recently, at the parent company level, related to acquisitions and growth. These transactions created unexpected delays and approvals that have delayed our ability to meet the original timeline/plan. With that said, we still will purchase the machines and will honor our obligation with you.

We appreciate your understanding and willingness to think creatively on a solution. The attorneys and the board are unable to approve new agreements or special arrangements so we are going to have to hold to our original plan to pay as soon as feasibly possible. The circumstances change daily so I'm unable to provide an exact date at this time but will continue to provide updates as they come. Your payment is a priority for us.

If you so choose, we would be willing to place the 600 machines in our Indiana location and pay you in BTC every week on what we mine. This would simply be a way to speed up the payment if you where interested in this as an option. I'm estimating for example that those 600 machines could mine approximately .4 BTC per day. At \$7,500 BTC that would be \$3,000 USD per day or \$21,000 USD per week. Our CFO has approved that we could transfer the roughly 2.8 BTC (.4 per day x 7 days) each week from our wallet to yours.

As you know, I wish I could have found a better solution but offer what I'm able to at this time.

Thank you,

Darren Magot
714-887-6377